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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

ORIGINAL

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FILED
DEC 14 2000
CLERK, U.S. DISTRICT COURT
By _____ Deputy *dyl*

ALLAN ZISHKA, et al.,

Plaintiffs,

v.

AMERICAN PAD & PAPER,
COMPANY, et al.,

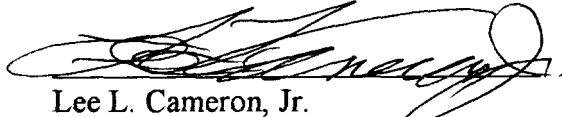
Defendants.

Civil No. 3-98-CV-00660-M
(Consolidated with 3-98-CV-1072-H)

MOTION TO DISMISS OF THE BAIN DEFENDANTS

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure and the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(b)(3)(A), Defendants Bain Capital, Inc., Robert C. Gay, Jonathan S. Lavine, and Marc B. Wolpow (collectively, the "Bain Defendants") respectfully move to dismiss the Amended Complaint for failure to state a claim against them upon which relief can be granted. In support of the instant motion, the Bain Defendants incorporate herein by reference their Memorandum of Law submitted herewith.

Respectfully submitted,



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Dated: December 14, 2000

CERTIFICATE OF SERVICE

I, Lee L. Cameron, Jr., hereby certify that on this 14th day of December 2000, true and correct copies of the Motion to Dismiss of the Bain Defendants were served upon all counsel of record as follows:

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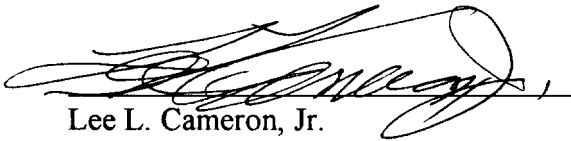
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